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7  
8 UNITED STATES DISTRICT COURT  
9 NORTHERN DISTRICT OF CALIFORNIA  
10 OAKLAND DIVISION

11  
12 In re NVIDIA CORP. DERIVATIVE  
LITIGATION

Master File No. C-06-06110-SBA (JCS)

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14 This Document Relates To:

NOTICE OF SETTLEMENT AND  
STIPULATION AND ORDER  
WITHDRAWING MOTIONS AND  
VACATING MOTION HEARING

15 ALL ACTIONS.  
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1 This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant  
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their  
3 attorneys of record.

4 WHEREAS, on September 29, 2006 plaintiffs filed a complaint styled *Edward J.*  
5 *Goodman Life Income Trust v. Huang, et al.*, Northern District of California, Case No. C-06-  
6 06110-SBA;

7 WHEREAS, subsequently five related actions were filed in the Northern District of  
8 California and consolidated with the above captioned action;

9 WHEREAS, on February 28, 2007 plaintiffs filed a Consolidated Verified Shareholders  
10 Derivative Complaint;

11 WHEREAS, on May 15, 2007 defendants filed several Motions to Dismiss the  
12 consolidated action (Docket Nos. 68, 72, 74, and 76);

13 WHEREAS, in November and December 2007, and in January and May 2008 NVIDIA  
14 and plaintiffs in all three derivative options actions (Delaware Chancery, Santa Clara Superior,  
15 and Northern District of California) engaged in global mediation sessions before Judge Infante;

16 WHEREAS, as a result of said discussions an agreement in principal was reached between  
17 all parties resolving the consolidated litigation on a global basis;

18 WHEREAS, on September 19, 2008 the parties signed and executed a Memorandum of  
19 Understanding outlining the terms of the this agreement;

20 WHEREFORE, IT IS STIPULATED AND AGREED that:

21 1. All Motions to Dismiss the Consolidated Verified Shareholders Derivative  
22 Complaint are withdrawn (Docket Nos. 68, 72, 74, and 76) without prejudice to any party's right  
23 to re-file any such motion or opposition.

24 2. The hearing on defendants' Motions to Dismiss, currently scheduled for December  
25 9, 2008, will be taken off calendar.

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NOTICE OF SETTLEMENT AND STIPULATION AND  
[PROPOSED] ORDER WITHDRAWING MOTIONS  
AND VACATING MOTION HEARING C-06-06110-SBA

1 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*  
2 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*  
3 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Travis E.*  
4 *Downs III has concurred in this filing.*

5 DATED: September 22, 2008

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1 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*  
2 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*  
3 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Stephanie*  
4 *Byerly has concurred in this filing.*

5 DATED: September 22, 2008

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13 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*  
14 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*  
15 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Kevin Muck has*  
16 *concurred in this filing.*

17 Dated: September 22, 2008

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20 By: s/ Kevin P. Muck

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22 Attorneys for Chris A. Malachowsky, Jeffrey D.  
23 Fisher, Mary M. Dotz, and Daniel F. Vivoli

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25 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this Notice*  
26 *of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion*  
27 *Hearing. In compliance with General Order 45, X.B., I hereby attest that Steven Kaufhold has*  
28 *concurred in this filing.*

1 Dated: September 22, 2008

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5 By: /s/ Steven Kaufhold

Attorneys for Di Ma

\* \* \*


**[PROPOSED] ORDER**

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY ORDERED that:

1. All Motions to Dismiss the Consolidated Verified Shareholders Derivative Complaint are voluntarily withdrawn (Docket Nos. 68, 72, 74, and 76) without prejudice to any party's right to re-file any such motions or oppositions.
2. The hearing on defendants' Motions to Dismiss, currently scheduled for December 9, 2008, is vacated.
3. Plaintiffs shall submit a Motion for Preliminary Approval of Settlement within a reasonable period of time after entry of this order.

IT IS SO ORDERED.

DATED: 9/30/08

  
\_\_\_\_\_  
THE HONORABLE  
SAUNDRA BROWN ARMSTRONG  
UNITED STATES DISTRICT JUDGE